ANNUAL REPORT CHECKLIST

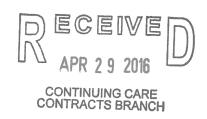
FISCAL YEAR ENDED: 12 / 31 / 15

PROVIDER(S): CoreCare III	DECEIVED N APR 29 2016
CCRC(S): Morningside of Fullerton	CONTINUING CARE CONTRACTS BRANCH
CONTACT PERSON: Gary Stork	
TELEPHONE NO.: (714) 256-8001 EMAIL: Stork	G@msretirement.com
• • • • • • • • • • • • •	• • • • •
A complete annual report must consist of <u>3 copies</u> of all of the f	following:
☑ Annual Report Checklist.	
☑ Annual Provider Fee in the amount of: \$ 19,688.00	
☐ If applicable, late fee in the amount of: \$	
 Certification by the provider's <i>Chief Executive Officer</i> that: The reports are correct to the best of his/her knowledge Each continuing care contract form in use or offered to approved by the Department. The provider is maintaining the required <i>liquid</i> reserves required refund reserve. 	new residents has been
Evidence of the provider's fidelity bond, as required by H&SC	section 1789.8.
Provider's audited financial statements, with an accompanyin accountant's opinion thereon.	g certified public
Provider's audited reserve reports (prepared on Department accompanying certified public accountant's opinion thereon.	forms), with an
Provider's "Continuing Care Retirement Community Disclosur "Report on CCRC Monthly Service Fees" for each community.	e Statement" and Form 7-1
Provider's Refund Reserve Calculation(s) – Form 9-1 and/or Form	orm 9-2, if applicable.
The Key Indicators Report is required to be submitted within 30 c submission of the annual report, but may be submitted at the sar	-

FORM 1-1 RESIDENT POPULATION

Line	Continuing Care Residents	TOTAL
[1]	Number at beginning of fiscal year	470
[2]	Number at end of fiscal year	466
[3]	Total Lines 1 and 2	936
[4]	Multiply Line 3 by ".50" and enter result on Line 5.	x .50
[5]	Mean number of continuing care residents	468
	All Residents	
[6]	Number at beginning of fiscal year	470
[7]	Number at end of fiscal year	466
[8]	Total Lines 6 and 7	936
[9]	Multiply Line 8 by ".50" and enter result on Line 10.	x .50
[10]	Mean number of all residents	468
[11]	Divide the mean number of continuing care residents (Line 5) by the mean number of <i>all</i> residents (Line 10) and enter the result (round to two decimal places).	1.00
Line	FORM 1-2 ANNUAL PROVIDER FEE	TOTAL
[1]	Total Operating Expenses (including depreciation and debt service - interest only)	\$21,625,932
[a]	Depreciation \$1,938,198	
[b]	Debt Service (Interest Only)	
[2]	Subtotal (add Line 1a and 1b)	\$1,938,198
[3]	Subtract Line 2 from Line 1 and enter result.	\$19,687,734
[4]	Percentage allocated to continuing care residents (Form 1-1, Line 11)	100%
[5]	Total Operating Expense for Continuing Care Residents (multiply Line 3 by Line 4)	\$19,687,734
[6]	Total Amount Due (multiply Line 5 by .001)	x .001 \$19,688
	Morningside of Fullerton	1





Statement of Chief Executive Officer California Department of Social Services Annual Report CoreCare III dba Morningside of Fullerton

The undersigned does attest the 2015 Annual Report is correct; the contract in use for new residents has been approved by the Department, and liquid reserves are maintained pursuant to requirements of the California Health and Safety Code.

E. Justin Wilson, III

President/

3/28/1(

Client#: 114921 CONTLIFE

ACORD.

CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY) 08/14/2015

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(les) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

certificate holder in lieu of such e	endorsement(s).						
PRODUCER		CONTACT Shannon Wang					
Propel Insurance		PHONE (A/C, No, Ext): 800 499-0933	FAX (A/C, No): 866.5	77.1326			
Tacoma Commercial Insurance 1201 Pacific Ave, Suite 1000 Tacoma, WA 98402		E-MAIL Shannon.Wang@propelinsurance.com					
		INSURER(S) AFFORDING COVERA	GE	NAIC#			
		INSURER A: Columbia Casualty Company	31127				
INSURED		INSURER B: Church Mutual Insurance Comp	oany	18767			
Continuing Life LLC		INSURER C:					
1940 Levante Street		INSURER D :					
Carlsbad, CA 92009		INSURER E :					
		INSURER F :					
	ACDTICIOATE MUMBED	DEVICION NUM	IDED				

	Carlsbad, CA 92009				INSURER E :				
					INSURER F:				
CO	VERAGES CER	TIFIC	ATE	NUMBER:			REVISION NUMBER:		
IN	HIS IS TO CERTIFY THAT THE POLICIES DICATED. NOTWITHSTANDING ANY RE ERTIFICATE MAY BE ISSUED OR MAY P KCLUSIONS AND CONDITIONS OF SUCH	QUIRE ERTA	MEN IN, T	T, TERM OR CONDITION OF THE INSURANCE AFFORDED	F ANY CONTRACT O D BY THE POLICIES 'E BEEN REDUCED	R OTHER DO DESCRIBED I BY PAID CLAI	CUMENT WITH RESPECT HEREIN IS SUBJECT TO A	TO WHI	CH THIS
INSR LTR	TYPE OF INSURANCE	ADDL INSR		POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	PÓLICY EXP (MM/DD/YYYY)	LIMIT	S	
Α	GENERAL LIABILITY			5087056186		1	EACH OCCURRENCE	\$1,000	0,000
	COMMERCIAL GENERAL LIABILITY						DAMAGE TO RENTED PREMISES (Ea occurrence)	\$100,0	000
	CLAIMS-MADE X OCCUR						MED EXP (Any one person)	\$5,000)
							PERSONAL & ADV INJURY	\$1,000	0,000
							GENERAL AGGREGATE	\$3,000	0,000
	GEN'L AGGREGATE LIMIT APPLIES PER:						PRODUCTS - COMP/OP AGG	sinclu	ded
	X POLICY PRO- JECT LOC							\$	
В	AUTOMOBILE LIABILITY			031623809783338	06/30/2015	06/30/2016	COMBINED SINGLE LIMIT (Ea accident)	\$1,000	0,000
	X ANY AUTO						BODILY INJURY (Per person)	\$	
	ALL OWNED SCHEDULED AUTOS						, ,	\$	
	X HIRED AUTOS X NON-OWNED AUTOS						PROPERTY DAMAGE (Per accident)	\$	
	X Comp 1,000 X Coll \$1,000							\$	
Α	UMBRELLA LIAB X OCCUR			5087056172	06/30/2015	06/30/2016	EACH OCCURRENCE	\$10,00	
	EXCESS LIAB CLAIMS-MADE						AGGREGATE	\$10,00	0,000
	DED X RETENTION \$10000						WC STATU- OTH-	\$	
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY Y/N						TORY LIMITS ER		
	ANY PROPRIETCR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED?	N/A					E.L. EACH ACCIDENT	\$	
	(Mandatory in NH) If yes, describe under]					E.L. DISEASE - EA EMPLOYEE		
	DÉSCRIPTION OF OPERATIONS below							\$	
Α	Professional			5087056186	06/30/2015	06/30/2016	\$1,000,000 Occurren		
	Liability						\$3,000,000 Aggregat	æ	
DES	CRIPTION OF OPERATIONS / LOCATIONS / VEHIC	LES (A	ttach	ACORD 101, Additional Remarks	Schedule, if more space	is required)			
RE	Continuing Life LLC	•							
194	0 Levante Street, Carlsbad, CA 92	2009							
(Se	e Attached Descriptions)								
CEF	RTIFICATE HOLDER				CANCELLATION				

CERTIFICATE HOLDER	CANCELLATION
California Department of Social Services	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
	AUTHORIZED REPRESENTATIVE

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CORECARE III dba MORNINGSIDE OF FULLERTON

FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

YEARS ENDED DECEMBER 31, 2015 AND 2014

WITH INDEPENDENT AUDITORS' REPORT

CORECARE III dba MORNINGSIDE OF FULLERTON TABLE OF CONTENTS DECEMBER 31, 2015 AND 2014

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INDEPENDENT AUDITORS' REPORT

To the Partners of CoreCare III dba Morningside of Fullerton Fullerton, California

We have audited the accompanying financial statements of CoreCare III, dba Morningside of Fullerton (a California limited partnership) (the "Partnership") which comprise the balance sheets as of December 31, 2015 and 2014, and the related statements of operations, comprehensive income, changes in partners' equity (deficit), and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Partnership's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Partnership's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of CoreCare III, dba Morningside of Fullerton as of December 31, 2015 and 2014, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

White Nelson Diehl Cuans UP Irvine, California

April 12, 2016

CORECARE III dba MORNINGSIDE OF FULLERTON BALANCE SHEETS DECEMBER 31, 2015 AND 2014

ASSETS

	_	2015	_	2014
Current Assets:				
Cash and cash equivalents	\$	6,600,895	\$	9,196,650
Marketable securities		6,125,384		5,502,250
Accounts receivable		108,568		68,935
Inventories		34,654		34,141
Prepaid expenses		221,516		189,726
Interest receivable		3,616		4,254
Other receivables	-	87,995	-	18,144
Total Current Assets		13,182,628		15,014,100
Property and Equipment:				
Land		7,642,717		7,642,717
Land improvements		3,919,095		3,850,322
Buildings and improvements		59,197,818		58,530,990
Furniture, fixtures and equipment		3,985,546		4,093,833
Computer equipment and systems		922,644		922,644
Construction in progress	-	300,845	-	251,899
Total Property and Equipment, at Cost		75,968,665		75,292,405
Less: Accumulated Depreciation	_	(37,991,126)	_	(36,399,798)
Property and Equipment, at Net Book Value		37,977,539		38,892,607
Deferred Entrance Fees Receivable	_	20,922,240	_	19,092,702
Total Assets	\$_	72,082,407	\$_	72,999,409

CORECARE III dba MORNINGSIDE OF FULLERTON BALANCE SHEETS (CONTINUED) DECEMBER 31, 2015 AND 2014

LIABILITIES AND PARTNERS' EQUITY (DEFICIT)

		2015		2014
Current Liabilities:	_		_	
Accounts payable	\$	286,080	\$	622,171
Accrued expenses		475,548		627,039
Deposits on future occupancy		618,800		588,000
Current portion of note payable to Master Trust	_	3,636,938	-	3,546,833
Total Current Liabilities		5,017,366		5,384,043
Long-Term Liabilities:				
Note payable to Master Trust, net of current portion		141,708,023		137,793,463
Deferred revenue from unamortized deferred entrance fees, net	_	19,414,227	_	17,968,785
Total Long-Term Liabilities		161,122,250	_	155,762,248
Total Liabilities		166,139,616		161,146,291
Partners' Equity (Deficit):				
Partners' equity (deficit)		(95,253,701)		(89,376,673)
Accumulated other comprehensive income	_	1,196,492	_	1,229,791
Total Partners' Equity (Deficit)		(94,057,209)	_	(88,146,882)
Total Liabilities and Partners' Equity (Deficit)	\$_	72,082,407	\$_	72,999,409

CORECARE III dba MORNINGSIDE OF FULLERTON STATEMENTS OF OPERATIONS YEARS ENDED DECEMBER 31, 2015 AND 2014

	2015		2014
Revenues:			
Resident services	\$ 21,167,810	\$	20,467,33 1
Amortization of deferred entrance fees	3,713,209		3,643,340
Deferred entrance fees on terminated contracts	955,391		1,041,181
Non-resident services	184,840	-	191,284
Total Revenues	26,021,250	-	25,343,136
Operating Expenses:			
Resident care	7,056,604		6,486,545
Food and beverage services	3,047,061		3,096,212
Environmental services	887,073		905,826
Plant facility operating costs	4,073,919		4,076,993
General and administrative expenses	4,609,572		4,604,032
Depreciation	1,938,198		1,832,816
Loss on disposal of property and equipment	13,505	_	25,670
Total Operating Expenses	21,625,932	_	21,028,094
Income from Operations	4,395,318		4,315,042
Other Income:			
Net realized gain on sale of marketable securities	70,945		21,417
Interest and dividend income	155,809		124,108
Other income	900	_	1,050
Total Other Income	227,654	_	146,575
Net Income	\$ 4,622,972	\$_	4,461,617

CORECARE III dba MORNINGSIDE OF FULLERTON STATEMENTS OF COMPREHENSIVE INCOME YEARS ENDED DECEMBER 31, 2015 AND 2014

	_	2015		2014
Net Income	\$	4,622,972	\$	4,461,617
Other Comprehensive Income (Loss): Net unrealized holding gains arising during the year Amounts reclassified from accumulated other comprehensive income	_	47,657 (80,956)	-	583,529 (64,709)
Total Other Comprehensive Income (Loss)		(33,299)	_	518,820
Comprehensive Income	\$_	4,589,673	\$_	4,980,437

CORECARE III dba MORNINGSIDE OF FULLERTON STATEMENTS OF CHANGES IN PARTNERS' EQUITY (DEFICIT) YEARS ENDED DECEMBER 31, 2015 AND 2014

	9	General Partner		Limited Partner	(Accumulated Other Comprehensive Income	_	Total
Balance at December 31, 2013	\$	(55,073,119)	\$	(27,765,171)	\$	710,971	\$	(82,127,319)
Distributions		(6,600,000)		(4,400,000)		-		(11,000,000)
Net unrealized holding gains arising during the year		-		-		583,529		583,529
Amounts reclassified from accumulated other comprehensive income		œ.		-		(64,709)		(64,709)
Net income		2,676,970		1,784,647	_		-	4,461,617
Balance at December 31, 2014		(58,996,149)		(30,380,524)		1,229,791		(88,146,882)
Distributions		(6,300,000)		(4,200,000)		-		(10,500,000)
Net unrealized holding gains arising during the year		-		*		47,657		47,657
Amounts reclassified from accumulated other comprehensive income		-				(80,956)		(80,956)
Net income		2,773,783	_	1,849,189	_	-	_	4,622,972
Balance at December 31, 2015	\$	(62,522,366)	\$_	(32,731,335)	\$_	1,196,492	\$_	(94,057,209)

CORECARE III dba MORNINGSIDE OF FULLERTON STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2015 AND 2014

		2015	-	2014
Cash Flows from Operating Activities:				
Cash received from residents	\$	25,374,268	\$	24,498,438
Interest and dividend income		155,809		124,108
Other income		900		1,050
Cash received from community services		-0		33,615
Reimbursements for services to non-residents		184,840		191,284
Cash paid to suppliers and employees		20,194,114)	-	(18,890,297)
Net Cash Provided by Operating Activities		5,521,703		5,958,198
Cash Flows from Investing Activities:				
Payments made on purchases of property and equipment		(1,036,635)		(2,478,153)
Purchases of marketable securities		(1,468,227)		(1,212,544)
Proceeds from redemption of marketable securities		882,739	_	609,519
Net Cash Used in Investing Activities		(1,622,123)		(3,081,178)
Cash Flows from Financing Activities:				
Proceeds from note payable to Master Trust	2	21,373,979		19,612,406
Payments on note payable to Master Trust	(17,369,314)		(12,772,589)
Distributions to partners		10,500,000)	_	(11,000,000)
Net Cash Used in Financing Activities		(6,495,335)	_	(4,160,183)
Net Decrease in Cash and Cash Equivalents		(2,595,755)		(1,283,163)
Cash and Cash Equivalents, Beginning of Year		9,196,650	_	10,479,813
Cash and Cash Equivalents, End of Year	\$	6,600,895	\$_	9,196,650

CORECARE III dba MORNINGSIDE OF FULLERTON STATEMENTS OF CASH FLOWS (CONTINUED) YEARS ENDED DECEMBER 31, 2015 AND 2014

	_	2015	_	2014
Reconciliation of Net Income to Net Cash				
Provided by Operating Activities:				
Net Income	\$	4,622,972	\$	4,461,617
Non-cash Items Included in Net Income:				
Depreciation		1,938,198		1,832,816
Amortization of deferred entrance fees		(3,713,209)		(3,643,340)
Deferred entrance fees on terminated contracts		(955,391)		(1,041,181)
Loss on disposal of property and equipment		13,505		25,670
Net realized gain on sale of marketable securities		(70,945)		(21,417)
Changes in:				
Accounts receivable		(39,633)		35,956
Inventories		(513)		(3,293)
Prepaid expenses		(31,790)		(1,320)
Interest receivable		638		(76)
Other receivables		(69,851)		35,914
Deferred entrance fees receivable		4,284,504		3,910,128
Accounts payable		(336,091)		182,665
Accrued expenses		(151,491)		101,259
Deposits on future occupancy	_	30,800	_	82,800
Net Cash Provided by Operating Activities	\$_	5,521,703	\$_	5,958,198
Supplemental Disclosure of Non-Cash Investing and Financing Activities:				
Deferred entrance fees receivable and deferred revenue				
from unamortized deferred entrance fees recorded to				
reflect additional amounts due from resident contributions	\$_	6,095,436	\$_	6,485,065

Note 1: Nature of Business and Summary of Significant Accounting Policies

Nature of Business

CoreCare III, dba Morningside of Fullerton (the "Partnership") owns and operates a multi-use continuing care retirement community.

Profits and losses for financial statement purposes, distributable cash from operations and profits and losses for tax purposes are allocated and distributed to the partners in accordance with the Partnership Agreement. The Agreement also provides for priority distributions, plus an allowance for interest.

Basis of Presentation

The accompanying financial statements are presented using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). References to the "ASC" hereafter refer to the Accounting Standards Codification established by the Financial Accounting Standards Board ("FASB") as the source of authoritative U.S. GAAP.

Cash and Cash Equivalents

For purposes of the statements of cash flows, cash and cash equivalents include the operating cash account of the Partnership, money market accounts, time deposits, certificates of deposit, and all highly-liquid debt instruments with maturities of three months or less.

Marketable Securities

Marketable securities held by the Partnership at December 31, 2015 and 2014, are classified in accordance with ASC 320-10, "Investments - Debt and Equity Securities", as available-for-sale and stated at their fair market value based on quoted market prices. Realized gains or losses from the sale of marketable securities are computed based on specific identification of historical cost. Unrealized gains or losses of marketable securities are reported as a separate component of partners' equity (deficit) and as a separate component of other comprehensive income.

Accounts Receivable

Accounts receivable consist of amounts due from residents for monthly service fees and other ancillary services. These services and fees are primarily due upon receipt of invoice. Receivables are reviewed weekly and are considered past due 14 days after issuance of monthly statements. Accounts for which no payments have been received for 30 days are considered delinquent and customary collection efforts are initiated. Uncollectible accounts are written-off at the advice of a collection attorney and with the approval of ownership.

Note 1: Nature of Business and Summary of Significant Accounting Policies (Continued)

Accounts Receivable (Continued)

The Partnership provides an allowance for doubtful accounts, as needed based on historical losses, for accounts deemed uncollectible. No allowance was necessary at December 31, 2015 and 2014.

Inventories

Inventories consist of food and supplies used in the operations and are stated at the lower of cost or market on a first-in, first-out basis.

Property and Equipment

Property and equipment are stated at cost. Major improvements and betterments are capitalized. Maintenance and repairs are expensed as incurred. Property and equipment are depreciated over the estimated useful lives of the respective assets. Depreciation for property and equipment is computed on the straight-line method for book purposes.

The estimated useful lives of the related assets are as follows:

Land improvements	15-20 years
Buildings and improvements	10-40 years
Furniture, fixtures and equipment	5-10 years
Computer equipment and systems	3-5 years

Depreciation expense for the years ended December 31, 2015 and 2014, totaled \$1,938,198 and \$1,832,816, respectively. At December 31, 2015 and 2014, fully depreciated property and equipment still in use totaled \$5,308,952 and \$5,459,116, respectively.

Long-Lived Assets

The Partnership accounts for impairment and disposition of long-lived assets in accordance with ASC 360-10, "Property, Plant, and Equipment". ASC 360-10 requires impairment losses to be recognized for long-lived assets used in operations when indicators of impairment are present and the undiscounted future cash flows are not sufficient to recover the assets' carrying amount. There was no impairment of value of such assets for the years ended December 31, 2015 and 2014.

Deposits on Future Occupancy

Deposits on future occupancy represent deposits on future contracts from prospective residents that are fully refundable upon demand.

Note 1: Nature of Business and Summary of Significant Accounting Policies (Continued)

Revenue Recognition

Revenue from resident and non-resident services is accounted for on the accrual basis of accounting as earned. See Note 7 for a description of the revenue recognition policy of deferred entrance fees.

Revenue and Expenses

In accordance with the Residence and Care Agreement, future monthly fees due from residents for maintenance and operating expenses may be adjusted with appropriate notice as specified in the individual agreements.

Income Taxes

The Partnership is not taxed on its income. Taxable income or loss is reportable by each of the partners.

Advertising and Promotional Costs

Advertising and promotional costs are charged to operations when incurred. For the years ended December 31, 2015 and 2014, advertising and promotional costs totaled \$994,277 and \$1,053,149, respectively, and are included in general and administrative expenses in the accompanying statements of operations.

Comprehensive Income

Comprehensive income is a more inclusive financial reporting methodology that includes disclosure of certain financial information that historically has not been recognized in the calculation of net income. The Partnership has presented separate statements of comprehensive income. An analysis of changes in components of accumulated other comprehensive income is presented in the statements of changes in partners' equity (deficit).

Use of Estimates

The process of preparing financial statements in accordance with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues, and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

Note 1: Nature of Business and Summary of Significant Accounting Policies (Continued)

New Pronouncements

In May 2014, the FASB issued Accounting Standards Update ("ASU" or "Update") 2014-09, "Revenue from Contracts with Customers (Topic 606)". As compared to existing guidance on revenue recognition, ASU 2014-09 will significantly enhance comparability of revenue recognition practices across entities, industries, jurisdictions, and capital markets.

The ASU core principal is to recognize revenue to depict the transfer of goods or services to customers in an amount that reflects consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance in ASU 2014-09 also improves U.S. GAAP by reducing the number of requirements to which an entity must consider in recognizing revenue, as well as requires improved disclosures to help users of financial statements better understand the nature, amount, timing, and uncertainty of revenue that is recognized. In August 2015, the FASB issued ASU 2015-14, "Revenue from Contracts with Customers (ASC 606): Deferral of the Effective Date", as an update for entities to apply the guidance in ASU 2014-09 to annual reporting periods beginning after December 15, 2018. The Partnership is currently evaluating the impact of the provisions of ASU 2014-09 and ASU 2015-14 on the presentation of its financial statements.

In January 2016, the FASB issued ASU 2016-01, "Financial Instruments - Overall (Subtopic 825-10)". The amendments in this Update supersede the guidance to classify equity securities with readily determinable fair values into different categories (that is, trading or available-for-sale) and require equity securities to be measured at fair value with changes in the fair value recognized through net income. The amendments also require enhanced disclosures about those investments. ASU 2016-01 is effective for annual reporting periods beginning after December 15, 2018. The Partnership is currently evaluating the impact of the provisions of ASU 2016-01 on the presentation of its financial statements.

Note 2: Concentrations, Risks and Uncertainties

The Partnership maintains cash balances with one financial institution. At December 31, 2015 and 2014, accounts at the institution are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000.

At December 31, 2015 and 2014, the Partnership also maintains its money market funds and investments in equity securities at brokerage firms which are not FDIC insured. The firms are insured by Securities Investor Protection Corporation ("SIPC") up to \$500,000.

Note 3: Marketable Securities

At December 31, 2015 and 2014, the Partnership's investments consist primarily of publicly traded equity securities categorized as available-for-sale securities and are stated at fair market value.

Note 3: Marketable Securities (Continued)

At December 31, 2015, cost and fair market value of such investments are as follows:

		77. 1		Gross	Gross
	 Cost	 Fair Value		Jnrealized olding Gain	realized ding Loss
Equities	\$ 4,928,892	\$ 6,125,384	<u>\$</u>	1,276,576	\$ 80,084
Total Marketable Securities	\$ 4,928,892	\$ 6,125,384	\$	1,276,576	\$ 80,084

At December 31, 2015, the allowance for unrealized gains and losses has been recorded as a separate component of partners' equity (deficit) under accumulated other comprehensive income. At December 31, 2015, the aggregate market value of marketable securities exceeds their aggregate cost by \$1,196,492. Other comprehensive income for the year ended December 31, 2015 includes net unrealized holding gains arising during the year of \$47,657, and amounts reclassified from accumulated other comprehensive income totaling \$80,956. The amounts reclassified from accumulated comprehensive income totaling \$80,956 affect the net realized gain on sale of marketable securities on the accompanying statements of operations.

Sales of marketable securities classified as available-for-sale during the year ended December 31, 2015, resulted in proceeds of \$882,739, gross realized gains of \$145,273 and gross realized losses of \$74,328.

At December 31, 2014, cost and fair market value of such investments are as follows:

					Gross	(Gross
			Fair	1	Unrealized	Un	realized
	 Cost		Value	<u>H</u>	olding Gain	Hol	ding Loss
Equities	\$ 4,272,459	<u>\$</u>	5,502,250	\$_	1,259,121	\$	29,330
Total Marketable Securities	\$ 4,272,459	<u>\$</u>	5,502,250	\$	1,259,121	<u>\$</u>	29,330

At December 31, 2014, the allowance for unrealized gains and losses has been recorded as a separate component of partners' equity (deficit) under accumulated other comprehensive income. At December 31, 2014, the aggregate market value of marketable securities exceeds their aggregate cost by \$1,229,791. Other comprehensive income for the year ended December 31, 2014 includes net unrealized holding gains arising during the year of \$583,529, and amounts reclassified from accumulated other comprehensive income totaling \$64,709. The amounts reclassified from accumulated comprehensive income totaling \$64,709 affect the net realized gain on sale of marketable securities on the accompanying statements of operations.

Note 3: Marketable Securities (Continued)

Sales of marketable securities classified as available-for-sale during the year ended December 31, 2014, resulted in proceeds of \$609,519, gross realized gains of \$36,314 and gross realized losses of \$14,897.

Note 4: Residence and Care Agreement

Each new resident enters into a contract with the Partnership called the Residence and Care Agreement. The form of the agreement is in conformity with the statutes of the State of California Department of Social Services Continuing Care Contracts Branch. The provisions of the agreement include, but are not limited to, such items as the unit to be occupied, initial monthly fee, amount of contribution to the Master Trust (see Note 5), and methods of cancellation and refunds or contingent repayments subject to resale of the units.

Prior to actual occupancy by the resident, a contribution is required to be deposited with the Master Trust pursuant to the Residence and Care Agreement (the "Residence Agreement").

Under the Residence Agreement, the contribution received will be repayable under the following terms and conditions:

- (1) Cancellation During The Trial Residence Period Under California law, there is a probationary period of 90 days after the date of the signed agreement during which either the Partnership or the resident may cancel the agreement with or without cause. Death of the resident during the period will cancel the agreement. In the event of cancellation, the resident shall be entitled to a refund in accordance with California law which states that the Partnership may deduct from the contribution amount a reasonable fee to cover costs and any charges incurred but not paid.
- (2) <u>Cancellation After 90 Days</u> A resident may cancel his or her agreement at any time after the trial residence period for any reason by giving the Partnership 90 days written notice. Death of the resident will cancel the agreement. However, if an agreement applies to more than one resident, it will remain in effect after the death of one of the residents and be adjusted as described in the agreement. The Partnership may cancel the agreement at any time after the trial residence period for good cause, upon 90 days written notice to the resident. Examples of good cause are defined in the Residence Agreement.

Upon termination of the Residence Agreement, the resident or his or her estate will be entitled to a repayment of the contribution less a predetermined percentage and any charges incurred but not paid, as determined by the terms and conditions of the individual agreements.

Note 5: Note Payable to Master Trust and Trust Agreement

The Morningside of Fullerton Master Trust was established to provide protection to the residents of the community by providing them with a vehicle through which they obtain a secured interest in the real property of the Partnership. New residents join in and become grantors under the trust agreement. At December 31, 2015 and 2014, the balance outstanding on the Master Trust note payable was \$145,344,961 and \$141,340,296, respectively.

A contribution amount, as specified in the Residence Agreement, is made to the Master Trust by the grantor (see Note 4). The trustee of the Master Trust is directed to invest virtually all of the funds in the form of an interest-free loan to the Partnership.

The loan which currently may not exceed \$205,000,000 is secured by the following:

- (1) A first priority deed of trust on the Partnership's real property and improvements thereon.
- (2) Security agreement creating a first security interest in the Partnership's current and hereafter acquired equity in all of the improvements, fixtures, personal property, and intangible property associated and used in connection with the real property described in the deed of trust.
- (3) First priority assignment of contracts including, but not limited to, any residence and care agreement and any management agreement entered into in conjunction with the operation of Morningside of Fullerton.

The security also includes any income generated from and any insurance proceeds recovered from the loss of any property serving as collateral for this loan.

Repayments of principal will be made in annual amounts for a period of forty years with final payment due December 31, 2050. Each annual payment or series of payments made during the year shall be equal to or greater than the amount of principal advanced on December 15 next preceding the payment due date divided by forty years. The next scheduled principal payment of \$3,636,938 was paid in January 2016.

Principal payments of the current outstanding Master Trust loan are estimated to mature as follows:

2016	\$ 3,636,938
2017	3,542,701
2018	3,454,133
2019	3,367,780
2020	3,283,585
Thereafter	128,059,824
Total	\$ 145,344,961

Note 5: Note Payable to Master Trust and Trust Agreement (Continued)

In addition to the annual principal payment, the Partnership provides the Master Trust temporary loans to fund grantor distributions when necessary. These temporary loans are refunded to the Partnership upon subsequent sale of a unit or when the Master Trust has excess liquidity.

Note 6: Commitments and Contingencies

Obligation to Provide Future Services

The Partnership annually calculates the present value of the net cost of future services and use of facilities to be provided to current residents and compares that amount with the present value of monthly service fees and the unamortized deferred revenue from deferred entrance fees. If the present value of the net cost of future services and use of facilities exceeds the monthly service fees and deferred revenue from deferred entrance fees, a liability is recorded.

Using a discount rate at December 31, 2015 and 2014, of 2.70 and 5.75 percent, respectively, the anticipated revenues are estimated to exceed the cost of future services by \$35,396,053 and \$53,016,287 for the years ended December 31, 2015 and 2014, respectively. Therefore, no liability was accrued.

Reservations and Designations

At December 31, 2015 and 2014, the Partnership maintains cash reserves in the amount of \$4,007,444 and \$3,898,023, respectively, for operating expense contingencies in accordance with requirements of the California Health and Safety Code under the State of California Department of Social Services. These reserves are included in cash and cash equivalents and marketable securities on the accompanying balance sheets.

Litigation

The Partnership experiences routine litigation in the normal course of its business. Management does not believe that any pending or threatened litigation will have a material adverse effect on its financial statements.

Note 7: Deferred Revenue from Unamortized Deferred Entrance Fees

At December 31, 2015 and 2014, deferred revenue from unamortized deferred entrance fees consists of the following:

	2015	2014
Deferred entrance fees before repayment Less: Accumulated amortization of	\$ 41,391,371	\$ 38,607,969
deferred entrance fees	(21,977,144)	(20,639,184)
Deferred Revenue from Unamortized Deferred Entrance Fees, Net	<u>\$ 19,414,227</u>	<u>\$ 17,968,785</u>

The deferred entrance fees are amortized to income using the straight-line method over future periods based on the estimated life of the resident in accordance with ASC 954-430, "Health Care Entities - Deferred Revenue". The period of amortization is adjusted annually based on the actuarially determined estimated remaining life expectancy of each individual or joint and last survivor life expectancy of each pair of residents occupying the same unit. During 2015 and 2014, the deferred entrance fees amortized into income were \$3,713,209 and \$3,643,340, respectively, based on total deferred entrance fees of \$52,970,848 and \$51,756,385, respectively.

Note 8: Related Party Transactions

At December 31, 2015 and 2014, the Partnership has a formal service agreement with a related company concerning the provision of administrative and operational oversight services, including use of brand, transaction processing, benefit and insurance administration, among others. The service agreement calls for annual service fees payable in equal monthly installments, and the agreement renews annually unless cancelled. For the years ended December 31, 2015 and 2014, service fees paid under this agreement totaled \$230,580 and \$247,000, respectively. The service agreement also provides for additional fees for supplemental services and out-of-pocket expenses, as needed. For the years ended December 31, 2015 and 2014, the additional fees paid under this agreement totaled \$75,217 and \$100,616, respectively. Furthermore, the service agreement also provides for insurance premiums to be paid to a related company. Insurance premiums paid under this agreement for the years ended December 31, 2015 and 2014 totaled \$249,849 and \$364,676, respectively.

During the years ended December 31, 2015 and 2014, the Partnership paid \$450,000 annually to the general partner for consulting services rendered and administrative expenses incurred to carry out its responsibilities. These expenses are included in the general and administrative expenses in the accompanying statements of operations.

Note 8: Related Party Transactions (Continued)

The Partnership has entered into a ground lease agreement with CoreCare V which continues through December 2090. The premises covered by this agreement are the land on which CoreCare V is located. Any failure by CoreCare V to perform under the ground lease agreement or the agreement for purchased health care would permit the Partnership to take ownership of CoreCare V's buildings and equipment and cancel the ground lease.

The health care costs paid to CoreCare V during the years ended December 31, 2015 and 2014, were \$6,191,742 and \$5,601,626, respectively, and are included in resident care expenses in the accompanying statements of operations.

Note 9: Employee Benefit Plan

The Partnership sponsors a qualified 401(k) plan (the "Plan") for all eligible employees. Employees may contribute up to 80 percent of their yearly compensation, up to the maximum prescribed by law. Effective January 1, 2014, the Partnership will make a safe harbor matching contribution equal to 100 percent of the first 3 percent of the participant's compensation and 50 percent of the next 2 percent of the participant's compensation which is deferred as an elective deferral. For the years ended December 31, 2015 and 2014, employer contributions to the Plan totaled \$95,278 and \$70,554, respectively, which have been included in general and administrative expenses in the accompanying statements of operations.

Note 10: Fair Value Measurements

The Partnership accounts for marketable securities in accordance with ASC 820, "Fair Value Measurements and Disclosures". ASC 820-10 defines fair value, establishes a framework for measuring fair value and requires enhanced disclosures about fair value measurement. ASC 820 establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs in the valuation of an asset as of the measurement date. The three levels are defined as follows:

- Level 1: Quoted market prices in active markets for identical assets or liabilities.
- Level 2: Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.
- Level 3: Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

Note 10: Fair Value Measurements (Continued)

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Partnership's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Assets measured at fair value on a recurring basis comprise of available-for-sale securities. The fair value of the assets at December 31, 2015 is determined as follows:

	Level 1	Level 2	Level 3
Equities:			
Large Value	\$ 2,411,825	\$ -	\$ -
Large Growth	468,304	-	-
Large Core	3,245,255	-	
Total Assets at Fair Value	\$ 6,125,384	<u>\$</u>	\$ -

Assets measured at fair value on a recurring basis comprise of available-for-sale securities. The fair value of the assets at December 31, 2014 was determined as follows:

	Level 1	Level 2	Level 3
Equities:			
Large Value	\$ 1,938,365	\$ -	\$ -
Large Growth	469,728	' -	-
Large Core	3,094,157		
Total Assets at Fair Value	<u>\$ 5,502,250</u>	<u>\$</u>	<u>\$</u>

Note 11: Subsequent Events

Events occurring after December 31, 2015, have been evaluated for possible adjustment to the financial statements or disclosure as of April 12, 2016, which is the date the financial statements were available to be issued. There were no adjustments to the financial statements or additional disclosures as a result of this evaluation.





INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY INFORMATION

CONTINUING CARE CONTRACTS BRANCH

To the Partners of CoreCare III dba Morningside of Fullerton Fullerton, California

We have audited the financial statements of CoreCare III, dba Morningside of Fullerton (the "Partnership") as of and for the years ended December 31, 2015 and 2014, and our report thereon dated April 12, 2016, which expressed an unmodified opinion on those financial statements, appears on pages 1 and 2. The audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The information included in the accompanying schedules of Form 5-1 through Form 5-5 and Form 7-1 has been prepared for filing with the State of California, Department of Social Services, in accordance with Section 1792 of the California Health and Safety Code, and is presented for purposes of additional analysis and is not a required part of the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole and presents fairly in all material respects the continuing care reserve requirements of the Partnership at December 31, 2015, in conformity with the report preparation provisions of the California Health and Safety Code Section 1792.

This report is intended solely for the information and use of the partners and management of the Partnership and for filing with the California Department of Social Services and should not be used for any other purposes. However, this report is a matter of public record and its distribution is not limited.

Irvine, California

White Nelson Diekl Tuins UP

April 12, 2016

FORM 5-1 LONG-TERM DEBT INCURRED IN A PRIOR FISCAL YEAR (Including Balloon Debt)

(Transfer this amount to					
0\$		\$0	TOTAL:		
80					8
80					7
0\$					9
0\$					5
0\$					4
0\$					3
\$0					2
\$0					1
(columns $(b) + (c) + (d)$)	in Fiscal Year	During Fiscal Year	During Fiscal Year	Incurred	Debt Obligation
Total Paid	Credit Enhancement Premiums Paid	Interest Paid	Principal Paid	Date	Long-Term
(e)	(p)	(0)	(q)	(a)	

NOTE: For column (b), do not include voluntary payments made to pay down principal.

*Pursuant to the attached waiver, the note payable to Master Trust has not been included in the annual calculation of the debt service reserve.

PROVIDER: CoreCare III

DEPARTMENT OF SOCIAL SERVICES

44 P Street, MS 10-90, Sacramento, California 95814



July 30, 2003

Mr. E. Justin Wilson III **Executive Vice President** CoreCare III 800 Morningside Drive Fullerton, California 92835

Re: Waiver Request under H&S Code Section 1792.3(c)

Dear Mr. Wilson:

The Department of Social Services has reviewed your request that it waive the long term debt reserve requirement as it applies to the debt held by the Morningside of Fullerton Master Trust (the "Trust"). Your request on behalf of CoreCare III is made on the basis of the provisions in Health & Safety Code section 1792.3(c).

Based on our review of your request and the information in our files, the Department has granted your request. As a result, CoreCare III need not include the debt owed to the Trust in the annual calculation of its debt service reserve. This waiver remains effective until the Department, in its discretion, determines that it is terminated. Please include a copy of this letter with CoreCare III's future annual reserve reports.

If you have any questions, please contact me at (916) 657-2592.

Respectfully,

Ben Partington, Chief

Continuing Care Contracts Branch Department of Social Services

C: Robert W. Thompson, Legal Counsel

FORM 5-2
LONG-TERM DEBT INCURRED
DURING FISCAL YEAR
(Including Balloon Debt)

			0			
		(q)	(၁)	(p)	(e)	
	(a)					
				Number of	Reserve Requirement	
Long-Term		Total Interest Paid	Amount of Most Recent	Payments over	(see instruction 5)	
Debt Obligation	Date Incurred	During Fiscal Year	Payment on the Debt	next 12 months	(columns $(c) \times (d)$)	
1					80	30
2					0\$	100
3					O.S.	100
4					0\$	100
5					\$0\$	100
9					0\$	0,
7					80	100
8					0\$	100
	TOTAL					
	TOTAL	\$0	\$0	0	80	\$0
THE CINE			•		(Transfer this amount to Form 5-3, Line 2)	

NOTE: For column (b), do not include voluntary payments made to pay down principal.

PROVIDER: CoreCare III

FORM 5-3 CALCULATION OF LONG-TERM DEBT RESERVE AMOUNT

Total from Form 5-2 bottom of Column (e) Facility leasehold or rental payment paid by provider during fiscal year (including related payments such as lease insurance)	Total from Form 5-1 bottom of Column (e)
Facility leasehold or rental payment paid by provider during fiscal year (including related payments such as lease insurance)	Total from Form 5-2 bottom of Column (e)
	Facility leasehold or rental payment paid by provider during fiscal year (including related payments such as lease insurance)

PROVIDER: CoreCare III

FORM 5-4
CALCULATION OF NET OPERATING EXPENSES

Line	CALCULATION OF NET OFERATING EXPENSES	Amounts TOTAL
1	Total operating expenses from financial statements	\$21,625,932
2	Deductions:	
ૡ૽	Interest paid on long-term debt (see instructions)	
b.	Credit enhancement premiums paid for long-term debt (see instructions)	
ပ်	Depreciation	\$1,938,198
d.	Amortization	
ប់	Revenues received during the fiscal year for services to persons who did not have a continuing care contract	\$184,840
4	Extraordinary expenses approved by the Department	
ю	Total Deductions	\$2,123,038
4	Net Operating Expenses	\$19,502,894
\$	Divide Line 4 by 365 and enter the result.	\$53,433
9	Multiply Line 5 by 75 and enter the result. This is the provider's operating expense reserve amount.	erve amount. \$4,007,444
PROVIDER: COMMUNITY:	CoreCare III Morningside of Fullerton	

FORM 5-4 CALCULATION OF NET OPERATING EXPENSES Supporting Explanation for Line 2e

Line 2e is made up of the following lines from the audited statement of cash flows:

Reimbursements for services to non-residents \$ 184,840					
Revenues received during the fiscal year for services to residents who did not have a continuing care contract \$\ 184,840\$					
Categories included in the above revenues:					
\$ 74,087 Guest Meals 66,804 Catering 11,314 Processing Fees 32,635 Guest Room					
\$ 184,840					

PROVIDER: CoreCare III

COMMUNITY: Morningside of Fullerton

FORM 5-5 ANNUAL RESERVE CERTIFICATION

Provider Name: Fiscal Year Ended:	CoreCare III 12/31/2015	50 / 10 / 10 / 10 / 10 / 10 / 10 / 10 /			
We have reviewed our debt service reserve and operating expense reserve requirements as of, and for the period ended 31-Dec-15 and are in compliance with those requirements.					
The second secon	uirements, computed using the audited financial are as follows:	al statements for the fiscal year			
[1]	Debt Service Reserve Amount	Amount	\$0_		
[2]	Operating Expense Reserve Amount	\$4,00	7,444		
[3]	Total Liquid Reserve Amount:	\$4,00	7,444		
Qualifying assets suffi	icient to fulfill the above requirements are held	l as follows:			
			mount		
	Qualifying Asset Description	Debt Service Reserve	e at end of quarter) Operating Reserve		
[4]	Cash and Cash Equivalents		\$6,600,895		
[5]	Investment Securities		\$6,125,384		
[6]	Equity Securities				
[7]	Unused/Available Lines of Credit				
[8]	Unused/Available Letters of Credit		Sufficient Table		
[9]	Debt Service Reserve		(not applicable)		
[10]	Other:				
	(describe qualifying asset)				
	Total Amount of Qualifying Assets Listed for Reserve Obligation: [11]	\$0	[12]\$12,726,279		
	Reserve Obligation Amount: [13]	\$0	[14]\$4,007,444		
	Surplus/(Deficiency): [15]	\$0	[16] \$8,718,835		
Signature:	nt 1		Date: 3/22/2016		
(Authorized Represent	thtive)				
President (Title)					

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FORM 5-5 Description of Reserves under SB 1212

Total Qualifying Assets as Filed:

Cash and Cash Equivalents Investment Securities Total Qualifying Assets as Filed: Reservations and Designation	\$ \$ \$	6,600,895 6,125,384 12,726,279
Reserved for Operating Expenses	\$	4,007,444
Total Reservations and Designations:	\$	-
Remaining Liquid Reserves	\$	8,718,835
Per Capita Cost of Operations		
Operating Expenses (Form 5-4 line # 1)	\$	21,625,932
Mean # of CCRC Residents (Form 1-1 line 10)		468.0
	\$	468.0 46,209
(Form 1-1 line 10)	\$	

FORM 7-1 REPORT ON CCRC MONTHLY SERVICE FEES

			RESIDENTIAL LIVING	ASSISTED LIVING	SKILLED NURSING	
[1]	beg	onthly Service Fees at ginning of reporting period: dicate range, if applicable)	\$2,699 – \$5,699	N/A	N/A	
[2]	in f	licate percentage of increase fees imposed during reporting iod: dicate range, if applicable)	3.6%	N/A	N/A	
		Check here if monthly serv reporting period. (If you ch form and specify the names	necked this box, please	skip down to the b		
[3]		cate the date the fee increase was imple				
[4]	Che	ck each of the appropriate boxe	es:			
	X	Each fee increase is based on and economic indicators.	the provider's projecte	ed costs, prior year	per capita costs,	
	X	All affected residents were gi prior to its implementation.	ven written notice of th	nis fee increase at le	east 30 days	
	At least 30 days prior to the increase in monthly service fees, the designated representative of the provider convened a meeting that all residents were invited to attend.					
	At the meeting with residents, the provider discussed and explained the reasons for the increase, the basis for determining the amount of the increase, and the data used for calculating the increase.					
	X	The provider provided resider held to discuss the fee increas	•	s advance notice of	each meeting	
	X	The governing body of the proposted the notice of, and the a community at least 14 days pr	genda for, the meeting	*		
[5]		n attached page, provide a cond ding the amount of the increas		increase in monthl	y service fees	
	OVIDE		erton			

FORM 7-1 REPORT ON CCRC MONTHLY SERVICE FEES

Supporting Explanation for Line 5

The first person and second person monthly fees increased 3.6% effective 1-1-2015. Morningside (CoreCare III) purchases health care, when needed, from Park Vista (CoreCare V). As the permanently assigned residents continue to pay their usual independent living monthly service fee to Morningside, the percentage of increase and revenues are combined in the residential living column.

The service fee increases were based on projected increases in the operating expenses, which include the expected increase in use of purchased health care by the residents. The percentage of monthly service increases is determined through the annual budget process.

PROVIDER:	CoreCare III
COMMUNITY:	Morningside of Fullerton

Continuing Care Retirement Community Disclosure Statement General Information

Date Prepared: 04/05/16

FACILITY NAME: Morningside					
ADDRESS: 800 Morningside D	Prive, Fullerton, CA		ZIP CODE: 928	35 PHONE: 714-2	256-8000
PROVIDER NAME: CoreCare				PERATOR: CoreCare III	
RELATED FACILITIES: ParkVi	sta		RELIGIOUS AFF	ILIATION: N/A	
YEAR # OI	☑ SIN	GLE 🛮 MULTI			OPPING CTR: 0.1
				MILES 1	O HOSPITAL: 1.5
* * * * * * * * * * * * *	* * * * * * * *	*****	′ □ OTHER:		* * * * * * * * * * * *
NUMBER OF UNITS:	RESIDENTI	AL LIVING	HEAL1	TH CARE	
AP	ARTMENTS — STUDIC): 5	ASSISTED LIVING	j:	
AP	ARTMENTS — 1 BDRN	l: 116	SKILLED NURSING	G:	
AP	ARTMENTS — 2 BDRM	138/11	SPECIAL CAR	•	
	COTTAGES/HOUSES	57	DESCRIPTION: >		
RIII OCCIIPAN	CV /0%) AT YEAR END	96.02%	>		
*********	* * * * * * * * *	* * * * * * * *	SPECIAL CARI DESCRIPTION: >	*******	* * * * * * * * * * * *
TYPE OF OWNERSHIP:	NOT-FOR-PROFIT	☑ FOR- PR	OFIT ACCREDITED?: • YES	☑ NO BY:	
	CONTINUING CAR		LIFE CARE 🖸 ENTRANC		OR SERVICE
(Check all that apply)	ASSIGNMENT OF	ASSETS 🗆	EQUITY - MEMBERS	SHIP 🗆 RENT	AL
REFUND PROVISIONS: (Che	ck all that apply) [□90% 	6 ☑50% ☑ FULLY AMORTIZED	☑ OTHER: <u>25%</u>	
RANGE OF ENTRANCE FEES	\$ 181,000	- \$ 1,050,0	LONG-TERM C	ARE INSURANCE REQU	JIRED? 🗆 YES 🗎 NO
HEALTH CARE BENEFITS IN	CLUDED IN CONT	RACT: Assis	ted Living and Skilled Nursing Facili	ties	
ENTRY REQUIREMENTS: M	IN. AGE: <u>60</u>	PRIOR PROFESS	10N: N/A	OTHER: N/A	*********
RESIDENT REPRESENTATI	VE(S) TO THE BO	ARD (briefly des	scribe their involvement): > Two re	esident representatives from the	Resident Council are involved i
> bi-weekly management meeting to serv	e as (a) the liaison between	the Resident Council	and management and (b) to provide input and sug	gestions to management and owne	rship from the resident perspective
* * * * * * * * * * * * * *				* * * * * * * * * * *	
		FACILITY S	ERVICES AND AMENITIES		
COMMON AREA AMENITI	S AVAILABLE	FEE FOR SERVICE		INCLUDED IN FEE	FOR EXTRA CHARGE
BEAUTY/BARBER SHOP		7	HOUSEKEEPING (2 TIMES/MON		
BILLIARD ROOM	<u> </u>		MEALS (1 /DAY)	···, <u>□</u>	
BOWLING GREEN	$\overline{\square}$		SPECIAL DIETS AVAILABLE	Ä	<u> </u>
CARD ROOMS		$\overline{\Box}$			_
CHAPEL	ä		24-HOUR EMERGENCY RESPONSE	✓	
COFFEE SHOP	Ħ		ACTIVITIES PROGRAM	✓	
CRAFT ROOMS	$\overline{\mathbf{Z}}$		ALL UTILITIES EXCEPT PHONE		
EXERCISE ROOM	<u> </u>		APARTMENT MAINTENANCE	▽	
GOLF COURSE ACCESS			CABLE TV		
LIBRARY		Ä	LINENS FURNISHED		
PUTTING GREEN			LINENS LAUNDERED		
SHUFFLEBOARD			MEDICATION MANAGEMENT	ä	
SPA			NURSING/WELLNESS CLINIC		
SWIMMING POOL-INDOOR			PERSONAL HOME CARE		
SWIMMING POOL-OUTDOOR					₹
			TRANSPORTATION-PERSONAL		
TENNIS COURT			TRANSPORTATION-PREARRANGED		7
WORKSHOP	☑		OTHER	_	
OTHER	_ 🗆				

All providers are required by Health and Safety Code section 1789.1 to provide this report to prospective residents before executing a deposit agreement or continuing care contract, or receiving any payment. Many communities are part of multi-facility operations which may influence financial reporting. Consumers are encouraged to ask questions of the continuing care retirement community that they are considering and to seek advice from professional advisors.

OTHER CCRCs	LOCATION (City, State)	PHONE (with area code)
None		
	· · · · · · · · · · · · · · · · · · ·	
11		
MULTI-LEVEL RETIREMENT COMMUNITIES	LOCATION (City, State)	PHONE (with area code)
None		
		
	LOCATION (C). C	DUANE / t.l
FREE-STANDING SKILLED NURSING	LOCATION (City, State)	PHONE (with area code)
None		
SUBSIDIZED SENIOR HOUSING	LOCATION (City, State)	PHONE (with area code)
None		

			2	012	2013		2	014	2015
INCOME FROM ONGO	NG OPERATIO	NS							
OPERATING INCOME (Excluding amortization o			17,944,23	31	19,233,821		20,659,665	5	21,353,550
LESS OPERATING EXPI	NSES								
Excluding depreciation, a		interest)	16,357,92	22	17,835,091		18,665,284	<u> </u>	19,207,144
IET INCOME FROM OI	T INCOME FROM OPERATIONS		1,586,309)	1,388,730		1,994,381		2,146,406
ESS INTEREST EXPEN	SE								
LUS CONTRIBUTIONS	,								
LUS NON-OPERATING	INCOME (EXI	PENSES)							
excluding extraordinary	•	-	(541,576)		(357,841)		(383,419)		(252,936)
ET INCOME (LOSS) BI									
EES, DEPRECIATION A	AND AMORTIZ	ATION	1,044,733		1,030,889		1,610,962		1,893,470
I <mark>ET CASH FLOW FROM</mark> Total Deposits Less Refur			9,349,630	1	14,859,995		10 217 221		7 506 287
aigi nehazuz rezz keiai	iusj		9,349,030	<u>'</u>	14,009,990		10,217,221		7,596,287
ESCRIPTION OF SECU	RED DERT /as	• * * * * * of most rec	ent fiscal	* * * * * * * * * vear end)		* * * * *	* * * * * *	* * * * * *	* * * * * * * *
LOCKET THOM OF OR OF		DUTSTAND		INTEREST	DAT	E OF		E OF	AMORTIZATION
LENDER		BALAN	CE	RATE	ORIGIN	ATION	MAT	URITY	PERIOD
te Payable to Master Tru	st \$14	5,344,961		0.00	03/06/199	1	12/31/50)	40 Years
				•	-				
			* * * *						
* * * * * * * * * * * * * * * * * * *		ratio formu	lac)		*****	* * * *	* * * * * *	* * * * * *	* * * * * * * * *
INANCIAL RATIOS (se					* * * * * * *	* * * *	* * * * * *	* * * * *	* * * * * * * *
NANCIAL RATIOS (se		13 CCAC	Medians			****	* * * * *	* * * * *	* * * * * * * *
NANCIAL RATIOS (se			Medians entile		2013	* * * *	2014	* * * * *	2015
		13 CCAC	Medians entile	0%	2013	0%	2014		2015
EBT TO ASSET RATIO		13 CCAC	Medians entile	-	2013	0%			
EBT TO ASSET RATIO PERATING RATIO		13 CCAC	Medians entile	0%	2013				0%
EBT TO ASSET RATIO PERATING RATIO EBT SERVICE COVERA	20 —— AGE RATIO	13 CCAC	Medians entile	0% 94.7%	2013	92.1%)	9)%)1.2%
INANCIAL RATIOS (SE	AGE RATIO RATIO	13 CCAC 50 th Perce (option	Medians entile entile entile entile entile entile entile entile	0% 94.7% 0 303.68		92.1%)	9	9% 91.2%)
EBT TO ASSET RATIO PERATING RATIO EBT SERVICE COVERA AYS CASH ON HAND	AGE RATIO RATIO SERVICE FEE	13 CCAC 50 th Perce (option	Medians entile e	0% 94.7% 0 303.68 * * * * * * *	* * * * * * * * * * * * * * * * * * *	92.1%	4	2)%)1.2%))41.84
EBT TO ASSET RATIO PERATING RATIO EBT SERVICE COVERA AYS CASH ON HAND	AGE RATIO RATIO SERVICE FEE 2012	13 CCAC 50 th Perco (option	Medians entile al) * * * * Fee and C	0% 94.7% 0 303.68 * * * * * * * * * * * * * * * * * * *	ge) %	92.1%)	* * * * * *	2015
EBT TO ASSET RATIO PERATING RATIO EBT SERVICE COVERA AYS CASH ON HAND ***********************************	20 AGE RATIO RATIO ******* Y SERVICE FEE 2012 \$2,527	13 CCAC 50 th Perco (option	Medians entile al) * * * * Fee and C %	0% 94.7% 0 303.68 * * * * * * * * * * * * * * * * * * *	ge) %	92.1% 0 287.4 * * * *	2014	% 3.6	2015 \$2,772
EBT TO ASSET RATIO PERATING RATIO EBT SERVICE COVERA AYS CASH ON HAND ***********************************	AGE RATIO RATIO * * * * * * * * * * * * * * * * * * *	13 CCAC 50 th Perce (option)	Medians entile entile entile ** *** Fee and C % \$	0% 94.7% 0 303.68 * * * * * * * * * * * * * * * * * * *	ge) % 3.0 3.0	92.1% 0 287.44 * * * * \$2,676 \$3,307	2014	% 3.6 3.6	2015 \$2,772 \$3,426
EBT TO ASSET RATIO PERATING RATIO EBT SERVICE COVERA AYS CASH ON HAND ******** ISTORICAL MONTHLY STUDIO ONE BEDROOM TWO BEDROOM	AGE RATIO RATIO * * * * * * * * * * * * * * * * * * *	113 CCAC 50 th Perce (option)	Medians entile entile entile ** Fee and C % \$ \$	0% 94.7% 0 303.68 *** * * * * * * * * * * * * * * * * *	ge)	92.1% 0 287.4 * * * * \$2,676 \$3,307 \$4,151	2014	% 3.6 3.6 3.6 3.6	2015 \$2,772 \$3,426 \$4,300
EBT TO ASSET RATIO PERATING RATIO EBT SERVICE COVERA AYS CASH ON HAND STUDIO ONE BEDROOM TWO BEDROOM COTTAGE/HOUSE	AGE RATIO RATIO * * * * * * * * * * * * * * * * * * *	13 CCAC 50 th Perce (option)	Medians entile entile entile ** Fee and C % \$ \$	0% 94.7% 0 303.68 * * * * * * * * * * * * * * * * * * *	ge) % 3.0 3.0	92.1% 0 287.44 * * * * \$2,676 \$3,307	2014	% 3.6 3.6	2015 \$2,772 \$3,426
EBT TO ASSET RATIO PERATING RATIO EBT SERVICE COVERA AYS CASH ON HAND STUDIO ONE BEDROOM TWO BEDROOM COTTAGE/HOUSE ASSISTED LIVING	AGE RATIO RATIO * * * * * * * * * * * * * * * * * * *	113 CCAC 50 th Perce (option)	Medians entile entile entile ** Fee and C % \$ \$	0% 94.7% 0 303.68 *** * * * * * * * * * * * * * * * * *	ge)	92.1% 0 287.4 * * * * \$2,676 \$3,307 \$4,151	2014	% 3.6 3.6 3.6 3.6	2015 \$2,772 \$3,426 \$4,300
EBT TO ASSET RATIO PERATING RATIO EBT SERVICE COVERA AYS CASH ON HAND STUDIO ONE BEDROOM TWO BEDROOM COTTAGE/HOUSE	AGE RATIO RATIO * * * * * * * * * * * * * * * * * * *	113 CCAC 50 th Perce (option)	Medians entile entile entile ** Fee and C % \$ \$	0% 94.7% 0 303.68 *** * * * * * * * * * * * * * * * * *	ge)	92.1% 0 287.4 * * * * \$2,676 \$3,307 \$4,151	2014	% 3.6 3.6 3.6 3.6	2015 \$2,772 \$3,426 \$4,300

COMMENTS FROM PROVIDER: > Morningside of Fullerton Master Trust has a priority first deed of trust against Morningside of Fullerton, which provides

> the residents collateral protection. The \$145,344,961 recorded on the books as a Note Payable to the Master Trust is repayable to the residents or their estates

> upon termination of their contracts and resale of their units, per the contracts.

FINANCIAL RATIO FORMULAS

LONG-TERM DEBT TO TOTAL ASSETS RATIO

Long-Term Debt, less Current Portion
Total Assets

OPERATING RATIO

Total Operating Expenses

- Depreciation Expense
- Amortization Expense

Total Operating Revenues — Amortization of Deferred Revenue

DEBT SERVICE COVERAGE RATIO

Total Excess of Revenues over Expenses
+ Interest, Depreciation, and Amortization Expenses
Amortization of Deferred Revenue + Net Proceeds from Entrance Fees
Annual Debt Service

DAYS CASH ON HAND RATIO

Unrestricted Current Cash & Investments
+ Unrestricted Non-Current Cash & Investments

(Operating Expenses —Depreciation — Amortization)/365

NOTE: These formulas are also used by the Continuing Care Accreditation Commission. For each formula, that organization also publishes annual median figures for certain continuing care retirement communities.

FORM 7-1 REPORT ON CCRC MONTHLY SERVICE FEES

			RESIDENTIAL LIVING	ASSISTED LIVING	SKILLED NURSING
[1]	beg	onthly Service Fees at ginning of reporting period: dicate range, if applicable)	\$2,699 – \$5,699	N/A	N/A
[2]	in i	licate percentage of increase fees imposed during reporting riod:			
	(in	dicate range, if applicable)	3.6%	N/A	<u>N/A</u>
		Check here if monthly serv reporting period. (If you che form and specify the names	ecked this box, please	skip down to the b	
[3]		cate the date the fee increase was implemented than 1 increase was implemented.		January 1, 2015 ates for each increas	
[4]	Che	ck each of the appropriate boxe	es:		
	X	Each fee increase is based on and economic indicators.	the provider's projecte	ed costs, prior year	per capita costs,
	X	All affected residents were gir prior to its implementation.	ven written notice of th	nis fee increase at le	east 30 days
	At least 30 days prior to the increase in monthly service fees, the designated representative of the provider convened a meeting that all residents were invited to attend.				
	At the meeting with residents, the provider discussed and explained the reasons for the increase, the basis for determining the amount of the increase, and the data used for calculating the increase.				
	X	The provider provided resident held to discuss the fee increase		s advance notice of	each meeting
	X	The governing body of the proposted the notice of, and the a community at least 14 days pr	genda for, the meeting	_	•
5]	On an attached page, provide a concise explanation for the increase in monthly service fees including the amount of the increase.				
	VIDE	ER: CoreCare III NITY: Morningside of Fulle	erton		

FORM 7-1 REPORT ON CCRC MONTHLY SERVICE FEES Supporting Explanation for Line 5

The first person and second person monthly fees increased 3.6% effective 1-1-2015. Morningside (CoreCare III) purchases health care, when needed, from Park Vista (CoreCare V). As the permanently assigned residents continue to pay their usual independent living monthly service fee to Morningside, the percentage of increase and revenues are combined in the residential living column.

The service fee increases were based on projected increases in the operating expenses, which include the expected increase in use of purchased health care by the residents. The percentage of monthly service increases is determined through the annual budget process.

PROVIDER:	CoreCare III
COMMUNITY:	Morningside of Fullerton

SRIZ	OPADEVOOLT
4/26/16	16:34:15

Report BS001C

Number 002

Spieker Realty Investors

V990910 SRIATOLU FR0270-B PAGE

BALANCE SHEET - DETAIL (TAX)

UNAUDITED 010 Morn

Morningside SP Assoc, IncCo854 December 31, 2015

C12 115 (01..12) FISCAL 100 %

> **Actual** Prior **Actual** Current

> > ASSETS

351,449.22-351,449.22-351,449.22-7,711.88 7,711.88 386,161.18-386,161,18-386,161.18-6,835.88 6,835.88 Investments in Affiliates (E) 8 OTHER CORPORATE INVESTMENTS 8 Other Corporate Investments Intercompany Cash 1 CASH 1300 1000

343,737.34-

379,325.30-

TOTAL ASSETS

LIABILITIES & CAPITAL

406,387.34 Year-To-Date Closing Account Retained Earnings 3300 3020

27,062.04-00.00 379,325.30 21 PARTNERS' CAPITAL ACCOUNTS Retained Earnings

379,325.30

TOTAL LIABILITIES & CAPITAL

Certified by:

Angelka Tolu, CPA Controller

21,552.15-

343,737.34

343,737.34

21,552,15

343,737.34

TOTAL Morningside SP Assoc, IncCo854

00-0

00.0

16:35:17 OPADEV001T 4/26/16 SRI2

Report INCTAXC Number 002

Spieker Realty Investors

VOI0126 SRIATOLU FR0232-G PAGE

FISCAL 100 % C12 115(01..12)

STATEMENT OF INCOME - DETAIL (TAX)

Assoc, IncCo854	ber 31, 2015
) rningside SP A	Ending Decembe
OITED Morr	Months
UNAUI	Twelve

		Quarter to Date	**********		Year to Date	Year to Date	Annual	Year to Date
	Actual		Variance	**Actual**		Variance		Last Year
RENTAL REAL ESTATE EXPENSES		6 6 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8	6	3 # 3 3 7 4 8 6 4 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	# 4 # 5 # 5 # 5 # 5 # 5 # 5 # 5 # 5 # 5	1 2 0 0 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
8710 State Income Ta	00.00	0.00	00.00	800.008	00.00	800.00	00.0	o co
11 TAXES	00.0	00.0	0.00	800.00	00.00	800.00	00.0	800.00
15 OTHER EXPENSES								
8520 License & Permi	00.00	00.00	00.00	51.00	00.0	51,00	0.00	51.00
8540 Other Filing Fe	00.00	00.00	00.00	25.00	00.00	25.00	0.00	25.00
Pees & Permits	00.0	0.00	00.00	76.00	00.00	76.00	0.00	76.00
15 OTHER EXPENSES	0,00	00.0	00.0	76.00	00.00	76.00	0.00	76.00
TOTAL RENTAL REAL ESTATE EXPENS	0.00	0.00	00.0	876.00	00.00	876.00	0.00	876.00
21 INCOME/(LOSS) PROM RENTAL	00 0	00.00	0.00	876.00	00-0	876.00	00.0	876.00
20a Inc/(Loss) From X-1's 4530 Incm/Loss frm A	27,938.04-	0.00	27,938.04-	27,938.04-	0.00	27,938.04-	00.0	22.428.15-
20a INC/(LOSS) FROM K-1's	27,938.04-	00.0	27,938.04-	27,938.04-	00.00	27,938.04-	0.00	22,428.15-
20a Inc/(Loss) From K-1's	27,938.04-	00.0	27,938.04-	27,938.04-	0.00	27,938.04-	00.0	22,428.15-
TOTAL Morningside SP Assoc, Inc	27,938.04~	00.0	27,938.04-	27,062.04-	00.0	27,062.04-	00.0	21,552.15-

Certified by:

Angelka Tolu, CPA Controller

KEY INDICATORS REPORT

Pate Prepared: 3/25/2016 Morningside of Fullerton

Chief Executive Officer Signature

summarizes significant trends or variances in the Please attach an explanatory memo that

summarizes significant trends or variances in the						Projected	Forecast			() ()	
key operational indicators.	2011	2012	2013	2014	2015	2016	2017	2018	O §	2020 Trend	Trend 1
OPERATIONAL STATISTICS 1. Average Annual Occupancy by Site (%)	93.00%	93.30%	96.80%	98.53%	%02.96	96.94%	98.00%	98.00%	3%00\86	98,00% CONTINUING CARE	CARE
MARGIN (PROFITABILITY) INDICATORS 2. Net Operating Margin (%)	10.59%	8.84%	7.22%	9.65%	10.05%	10.49%	10.92%	11.35%	11 78%	NTRACTS	BRANCH
3. Net Operating Margin - Adjusted (%)	36.53%	40.07%	47.67%	39.55%	33.65%	32.02%	31.79%	31.58%	31.38%	31.19%	÷ →
LIQUIDITY INDICATORS 4 Unrestricted Cash and Investments (2000)	412 602	6 5 6 6	6 2.0 0.0 0.0	4	6 C 4 C 7	. (9				•
5 Dave Cack on Hand (Tanactuisted)	6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6	, c,	6.4.00.00.00.00.00.00.00.00.00.00.00.00.0	6 14,000 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6	\$12,726	\$11,000	000,11\$	\$11,000	\$11,000	\$11,000	←
5. Days Cash on nand (Unrestricted)	8.008	230.5	303.7	287.4	241.84	202.95	197.03	191.3	185.73	180.31	←
CAPITAL STRUCTURE INDICATORS 6. Deferred Revenue from Entrance Fees (\$000)	\$2,866	\$3,106	\$3,391	\$3,643	\$3,713	\$3,899	\$4,094	\$4,298	\$4,513	\$4,739	NA
7. Net Annual E/F proceeds (\$000)	\$6,986	\$9,349	\$14,860	\$10,217	\$7,596	\$7,845	\$9,000	\$9,500	\$10,000	\$10,000	N/A
8. Unrestricted Net Assets (\$000)	\$66,036	\$64,546	\$70,012	\$72,999	\$72,082	\$74,000	\$75,000	\$76,000	\$76,000	\$77,000	N/A
9. Annual Capital Asset Expenditure (\$000)	\$1,520	\$1,223	\$1,299	\$2,478	\$1,036	\$2,000	\$1,500	\$800	\$800	\$800	N/A
10. Annual Debt Service Coverage Revenue Basis (x)	%00.0	0.00%	0.00%	0.00%	0.00%	%00.0	0.00%	0.00%	0.00%	%00.0	←
11. Annual Debt Service Coverage (x)	0	0	0	0	0	0.00	0	0	0	0	←
12. Annual Debt Service/Revenue (%)	0.00%	0.00%	0.00%	0.00%	%00.0	0.00%	0.00%	0.00%	0.00%	0.00%	→
13. Average Annual Effective Interest Rate (%)	%00.0	%00:0	0.00%	0.00%	%00.0	0.00%	0.00%	0.00%	0.00%	%00.0	→
14. Unrestricted Cash & Investments/ Long-Term Debt (%)	11.11%	8.63%	11.31%	10.67%	8.98%	7.86%	7.86%	7.86%	7.86%	7.86%	←
15. Average Age of Facility (years)	18.85	18.84	19.29	19.86	19.6	21.02	22.02	23.02	24.02	25.02	→